

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

BIG LOTS, INC., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 24-11967 (JKS)

(Jointly Administered)

**Objection Deadline:**

**June 5, 2025, at 4:00 p.m. (ET)**

**Hearing Date:**

**June 26, 2025, at 1:00 p.m. (ET)**

**SECOND INTERIM FEE APPLICATION OF MORRIS, NICHOLS, ARSHT  
& TUNNELL LLP, AS BANKRUPTCY CO-COUNSEL FOR THE DEBTORS  
AND DEBTORS IN POSSESSION, FOR ALLOWANCE OF  
COMPENSATION AND FOR REIMBURSEMENT OF ALL ACTUAL AND  
NECESSARY EXPENSES INCURRED FOR THE PERIOD  
JANUARY 1, 2025, THROUGH AND INCLUDING MARCH 31, 2025**

In accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Retained Professionals* (D.I. 519) (the “Interim Compensation Procedures Order”), Morris, Nichols, Arsht & Tunnell LLP (“Morris Nichols”) hereby submits its second interim fee application, as bankruptcy co-counsel for the debtors and debtors in possession in the above-captioned cases (the “Debtors”), for allowance of compensation and reimbursement of all actual and necessary expenses incurred for the period of January 1, 2025, through and including March 31, 2025 (the “Application Period”). **Exhibits A, B, and C**, attached hereto, contain certain schedules pursuant to the Appendix B Guidelines for Reviewing Applications for

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<sup>1</sup> The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors’ corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases (the “UST Guidelines”).

In addition, Morris Nichols respectfully states as follows to address the questions set forth under paragraph C.5 of the UST Guidelines:

- a. Did you agree to any variations from, or alternatives to, your standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the application period? If so, please explain. **No.**
- b. If the fees sought in this fee application as compared to the fees budgeted for the time period covered by this fee application are higher by 10% or more, did you discuss the reasons for the variation with the client? **Not applicable.**
- c. Have any of the professionals included in this fee application varied their hourly rate based on the geographic location of the bankruptcy case? **No.**
- d. Does the fee application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices? (This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application.). If so, please quantify by hours and fees. **No. Morris Nichols reserves the right to seek such fees in subsequent applications.**
- e. Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees. **No.**
- f. If the fee application includes any rate increases since retention: (i) Did your client review and approve those rate increases in advance? and (ii) Did your client agree when retaining the law firm to accept all future rate increases? If not, did you inform your client that they need not agree to modified rates or terms in order to have you continue the representation, consistent with ABA Formal Ethics Opinion 11–458? **Effective January 1, 2025, Morris Nichols implemented firm-wide rate increases. These rate increases are consistent with the Engagement Letter, which provides that the rates included therein are adjusted from time to time and specifically at the beginning of each year. The Notice of Rate Change was filed on December 16, 2024 (D.I. 1357).**

Morris Nichols seeks approval for the following fee applications that were filed in the Application Period:

Fee Application Filing Date, Docket No.	Period Covered By Application	Total Fees Requested	Total Expenses Requested	Certification of No Objection, Filing Date, Docket No.	Amount of Fees Allowed (80%)	Amount of Expenses Allowed (100%)	Amount of Holdback Fees Sought
3/17/2025 D.I. 2251	1/1/25-1/31/25	\$377,279.00	\$15,448.92	4/9/2025 D.I. 2533	\$301,823.20	\$15,448.92	\$75,455.80
4/14/2025 D.I. 2560	2/1/25-2/28/25	\$292,123.00	\$7,364.79	5/6/2025 D.I. 2691	\$233,698.40	\$7,364.79	\$58,424.60
5/6/2025 D.I. 2692	3/1/25-3/31/25	\$341,743.50	\$7,470.30	Pending	\$0.00	\$0.00	\$349,213.80
<b>TOTAL</b>		<b>\$1,011,145.50</b>	<b>\$30,284.01</b>		<b>\$535,521.60</b>	<b>\$22,813.71</b>	<b>\$483,094.20</b>

WHEREFORE, Morris Nichols, in accordance with the Interim Compensation Procedures Order, respectfully requests that the Court approve the full amount of fees and expenses requested in the above-referenced fee applications, payment by the Debtors of the amounts requested in such fee applications in full, and such other and further relief as is just and proper.

Dated: May 15, 2025  
Wilmington, Delaware

**MORRIS, NICHOLS, ARSHT & TUNNELL LLP**

/s/ Sophie Rogers Churchill

Robert J. Dehney, Sr. (No. 3578)

Andrew R. Remming (No. 5120)

Daniel B. Butz (No. 4227)

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**INTERIM COMPENSATION BY PROFESSIONAL****BIG LOTS, INC., *et al.*  
(Case No. 24-11967 (JKS))****January 1, 2025 through March 31, 2025**

<b>Name of Professional</b>	<b>Position of the Applicant, Area of Expertise, Number of Years in that Position, Year of Obtaining License to Practice</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Robert J. Dehney	Partner/Bankruptcy. Partner since 1999. Joined firm as an associate in 1996. Member of the DE Bar since 1997.	1,895	9.8	18,571.00
Andrew R. Remming	Partner/Bankruptcy. Partner since 2016. Joined firm as an associate in 2008. Member of the DE Bar since 2008.	1,295	102.6	132,867.00
Daniel B. Butz	Senior Counsel/Bankruptcy. Joined the firm as an associate in 2002. Member of the DE Bar since 2002.	1,095	202.6	221,847.00
Tamara K. Mann	Special Counsel/Bankruptcy. Joined the firm as an associate in 2011. Member of the DE Bar since 2011.	1,025	2.4	2,460.00
Sophie Rogers Churchill	Associate/Bankruptcy. Joined the firm as an associate in 2021. Member of the DE Bar since 2022.	770	221.3	170,401.00
Casey B. Sawyer	Associate/Bankruptcy. Joined the firm as an associate in 2023. Member of the DE Bar since 2023.	675	205.9	138,982.50
Brianna N. V. Turner	Associate/Bankruptcy. Joined the firm as an associate in 2024. Member of the DE Bar since 2024.	625	382.8	239,250.00
Byron Poland	Litigation Support	435	0.4	174.00
Desiree M. Vale	Paralegal	435	38.9	16,921.50
John Lawrence	Paralegal	435	8.1	3,523.50
Rebecca L. Weidman	Paralegal	435	123.3	53,635.50
Mary C. Hall	Legal Assistant	385	0.2	77.00
Amy Pellegrino	Legal Assistant	385	2.0	770.00
Marie Reed	Legal Assistant	385	28.0	10,780.00
Valerie Walker	Legal Assistant	385	0.6	231.00

<b>Name of Professional</b>	<b>Position of the Applicant, Area of Expertise, Number of Years in that Position, Year of Obtaining License to Practice</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Billie Springart	Legal Assistant	385	1.7	654.50
<b>Total</b>		<b>759.92</b>	<b>1,330.6</b>	<b>1,011,145.50</b>
<b>BLENDED RATE: \$759.92</b>				
<b>ATTORNEY BLENDED RATE: \$819.92</b>				

**INTERIM COMPENSATION BY PROJECT CATEGORY**

**BIG LOTS, INC., *et al.***  
**(Case No. 24-11967 (JKS))**  
**January 1, 2025 through March 31, 2025**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
Case Administration	18.0	8,068.50
Asset Dispositions/363 Sales	58.4	53,531.00
Automatic Stay Matters	28.7	26,362.50
Creditor Communications and Meetings	7.00	4,671.50
Fee Applications (MNAT - Filing)	67.3	48,741.50
Fee Applications (Others - Filing)	85.7	52,561.50
Fee Applications (Other - Objections)	0.7	650.00
Executory Contracts/Unexpired Leases	369.4	279,945.50
Other Contested Matters	18.4	18,425.00
Employee Matters	0.3	264.50
Financing Matters/Cash Collateral	3.2	2,697.00
Tax Matters	52.7	36,140.00
Insurance Matters	1.1	1,207.00
Utility Matters	8.0	8,158.50
Vendor/Supplier Matters	7.9	8,472.50
Court Hearings	304.5	224,361.50
Claims Objections and Administration	130.0	111,966.50
Plan and Disclosure Statement	5.7	5,086.50
Litigation/Adversary Proceedings	8.0	7,016.50
Professional Retention (MNAT - Filing)	2.8	1,856.00
Professional Retention (Others - Filing)	20.0	15,752.50
General Corporate Matters (including Corporate Governance)	0.3	286.50
General Case Strategy	79.2	57,412.50
Schedules/SOFA/U.S. Trustee Reports	11.6	7,078.00
Bankruptcy Appeals	41.7	30,432.50
<b>TOTAL</b>	<b>1,330.6</b>	<b>\$1,011,145.50</b>

**INTERIM EXPENSE SUMMARY**

**BIG LOTS, INC., *et al.***  
**(Case No. 24-11967 (JKS))**

**January 1, 2025 through March 31, 2025**

<b>Expense Category</b>	<b>Total Expenses</b>
Pacer	2,886.50
In-House Printing - black & white	6,632.70
In-House Printing - color	1,744.00
Computer Research - Westlaw	1,876.10
Photos/Art/Spec Duplicating-Out of Office	987.44
Meals	3,765.05
Courier/Delivery Service	654.52
Transcripts	8,353.13
Supplemental Tech Trial Support Services	282.52
Use of Facilities/Equipment	1,385.00
Court Costs	1,448.00
Messenger Service	20.00
Miscellaneous	10.00
Paralegal Overtime	239.05
<b>Grand Total Expenses</b>	<b>30,284.01</b>